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PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SEA GODDESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "LEVIENT CORPORATION" UNDER THE NAME OF "LEVIENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF APRIL, A.D. 2001, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3158467 8100M

010199282

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1099551

DATE: 04-23-01

**CERTIFICATE OF MERGER OF
SEA GODDESS, INC. INTO
LEVIENT CORPORATION**

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Levient Corporation, a Delaware corporation, hereby certifies as set forth below:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Levient Corporation	Delaware
Sea Goddess, Inc.	Delaware

2. An agreement and plan of merger and reorganization (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 228 and 251 of the DGCL.

3. Levient Corporation is the surviving corporation of the merger (the "Surviving Corporation").

4. Upon the effectiveness of the merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A hereto.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 2975 Bowers Avenue, Suite 300, Santa Clara, California 95051.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The merger shall become effective immediately upon the filing of this certificate with the Secretary of State of Delaware in accordance with Sections 251, 103 and 228 of the DGCL.

This Certificate of Merger has been executed, acknowledged and attested on April 25, 2001.

LEVIENT CORPORATION

By: /s/ Edgar Tu

EDGAR TU

President

ATTEST:

By: /s/ Betty Yamanaka

Betty Yamanaka

Secretary

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LEVIENT CORPORATION

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Levient Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law")

DOES HEREBY CERTIFY:

FIRST: That this corporation was originally incorporated as Monggo, Inc. on January 12, 2000, pursuant to the General Corporation Law.

SECOND: That this corporation changed its name to Levient Corporation on January 17, 2001, pursuant to the General Corporation Law.

THIRD: The Restated Certificate of Incorporation of Levient Corporation, in the form set forth below, has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law by the directors and the stockholders of the corporation.

FOURTH: The Restated Certificate of Incorporation, as so adopted, reads in full as set forth below:

ARTICLE I

The name of the corporation is Levient Corporation.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of Common Stock. The par value of the Common Stock shall be \$0.001 per share.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the by-laws of the corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

ARTICLE VII

Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.